



October 27, 2005

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423



MONTANA RAIL LINK, INC.
101 INTERNATIONAL WAY
POST OFFICE BOX 16390
MISSOULA, MONTANA 59808-6390
(406) 523-1500

RECORDATION NO. 21545-B FILED

NOV 02 '05

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SURFACE TRANSPORTATION BOARD

Dear Secretary Williams:

Enclosed are three (3) counterparts of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Termination of Memorandum of Railroad Equipment Lease Agreement and Termination of Memorandum of Assignment (the "Instrument"), dated as of October 6, 2005. The primary document to which this is connected is recorded under Recordation No. 21545.

The names and addresses of the parties to the Instrument are:

Assignee:

ICX Corporation
2 Summit Park Dr.
Suite 300
Cleveland, Ohio 44131

Lessee:

Montana Rail Link, Inc.
101 International Way
Missoula, MT 59807

The equipment covered by the Termination of Memorandum of Railroad Equipment Lease Agreement and Termination of Memorandum of Assignment is described as one hundred three (103) gondola railcars, identified as MRL 42000 thru 42102.

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October 27, 2005.

A fee of \$33.00 is enclosed. Please return two (2) time stamped counterparts of the Instrument to:

Ms. Debbie Grim
ICX Corporation, now d/b/a RBS ASSET FINANCE
2 Summit Park Dr.
Suite 300
Cleveland, Ohio 44131

A short summary of the document to appear in the index follows: Termination of Memorandum of Railroad Equipment Lease Agreement and Termination of Memorandum of Assignment by ICX Corporation, 2 Summit Park Dr., Suite 300, Cleveland, Ohio 44131, and Montana Rail Link, Inc., 101 International Way, Missoula, MT 59807, covering (103) gondola railcars, identified as MRL 42000 thru 42102.

Very truly yours,



David Koerner
Controller

Enclosures

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SURFACE TRANSPORTATION BOARD

TERMINATION OF MEMORANDUM OF
RAILROAD EQUIPMENT LEASE AGREEMENT AND
TERMINATION OF MEMORANDUM OF ASSIGNMENT



TERMINATION OF MEMORANDUM OF RAILROAD EQUIPMENT LEASE
AGREEMENT AND TERMINATION OF MEMORANDUM OF ASSIGNMENT
(collectively, the "INSTRUMENT"), dated as of October 2, 2005, by ICX
CORPORATION ("Assignee").

WITNESSETH

WHEREAS, a Memorandum of Railroad Equipment Lease Agreement dated as of July 30, 1998 (the "Lease") between Fleet Capital Corporation, as successor by merger with BancBoston Leasing, Inc. ("Lessor"), and Montana Rail Link, Inc. ("Lessee") was recorded at the Surface Transportation Board (the "Board") on July 30, 1998 under Recordation No. 21545 for the one hundred three (103) gondola railcars, identified as MRL 42000 thru 42102 (the "Equipment"); and

WHEREAS, a Memorandum of Assignment dated as of December 30, 2003 (the "Assignment") between Lessor and Assignee was recorded at the Board on December 30, 2003 under Recordation No. 21545-A relating to the same Equipment as referenced under the Lease;

WHEREAS, Assignee and Lessee each desire to execute this INSTRUMENT to evidence for the public record the satisfaction and release of all of the rights and obligations arising under the Lease and the Assignment, except for such obligations intended to survive the termination or expiration of the Lease or the Assignment.

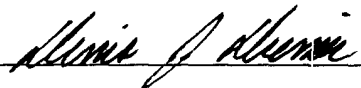
NOW, THEREFORE, in consideration of the premises:

Assignee and Lessee do hereby acknowledge and confirm for the public record the satisfaction and release of all rights and obligations arising under the Lease and the Assignment, except for such obligations intended to survive the termination or expiration of the Lease or the Assignment, with respect to the Equipment.

This INSTRUMENT may be executed in three or more counterparts each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument, which shall be sufficiently evidenced by any such original counterpart.

IN WITNESS WHEREOF, Assignee and Lessee each have executed or caused this INSTRUMENT to be executed as of the date first written above.


ASSIGNEE:
ICX CORPORATION

By: 

Name: Dennis J. Diemer

Title: Vice President

LESSEE:
MONTANA RAIL LINK, INC.

By: 

Name: David R. Hoerner

Title: Controller

State of Ohio)
) ss.
County of Cuyahoga)

Before me, a Notary Public in and for said County and State, personally appeared Dennis J. Diemer, as Vice President of ICX CORPORATION, who acknowledged that he signed the foregoing Instrument and that the same is his free act and deed, individually and as an officer of ICX CORPORATION..

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Cleveland, Ohio this 6th day of October, 2005.

Debra A. Grim
Notary Public
DEBRA A. GRIM
NOTARY PUBLIC • STATE OF OHIO
My commission expires Dec. 3, 2006

State of Montana)
) ss.
County of Missoula)

Before me, a Notary Public in and for said County and State, personally appeared David R. Koerner, as Controller of MONTANA RAIL LINK, INC., who acknowledged that he signed the foregoing Instrument and that the same is his free act and deed, individually and as an officer of MONTANA RAIL LINK, INC.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Missoula, MT this 27th day of October, 2005.

Jean S. Laber
Notary Public

JEAN S. LABER
NOTARY PUBLIC for the State of Montana
Residing at Missoula, Montana
My Commission Expires April 10, 2007.